

ACCEPTANCE SUPPLEMENT NO. 2
RAILROAD EQUIPMENT LEASE AGREEMENT DATED AS OF
June 11, 1975
By and Between
ARMCO CAPEQUIP CORPORATION
As Lessor
And
SEABOARD COAST LINE RAILROAD COMPANY
As Lessee

COUNTERPART NO. 1 OF
5 COUNTERPARTS.

RECORDATION NO. 7959-C Filed & Recorded

NOV 3 1975 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

The undersigned Lessor and Lessee under the Railroad Equipment Lease Agreement described in the caption hereof (the "Lease") hereby acknowledge and agree that the Items of Equipment described in this Acceptance Supplement have been delivered to and are now in the possession of and have been unconditionally accepted by the Lessee under and pursuant to and subject to all the terms and conditions of the Lease and that the following is the description and location of delivery of said Items, the expiration date of the Lease term for said Items, the rent, the Stipulated Loss Value with respect to said Items.

DESCRIPTION AND LOCATION OF EQUIPMENT

Item 100A
The description and the location of delivery of the Items of Equipment covered by this Acceptance Supplement are set forth in Exhibit "A" attached hereto and incorporated by this reference. The Lessor and the Lessee acknowledge and agree that the cost of each separate Item of Equipment for purposes of computing the Stipulated Loss Value thereof is the cost set forth in said Description.

EXPIRATION DATE OF TERM

January 14, 1984

RENT

\$3,591,556.32 payable in thirty three (33) quarterly payments each in the amount of \$108,835.04 and each payable in arrears, commencing on the 15th day of January, 1976 and on the 15th day of each third month thereafter.

STIPULATED LOSS VALUE

570m
207

The Stipulated Loss Value of the Equipment shall be the sum of (i) the product in dollars of the amount shown on Exhibit A to this Acceptance Supplement as the Cost of the Item or Items of Equipment with respect to which the Stipulated Loss Value is payable under the Lease and the percentage set forth on Schedule 2 to the Lease which is appropriate to the number of rent installments Lessee has actually paid to Lessor, and (ii) all taxes, fees, interest and other charges, if any, imposed or assessed in connection with or under the Lease with respect to said Item or Items of Equipment.

DATED: October 15, 1975

LESSOR:

ARMCO CAPEQUIP CORPORATION

By

D. R. MacLean
Its Vice President

ATTEST:

M. A. Rugg
Asst. Secretary

LESSEE:

SEABOARD COAST LINE RAILROAD COMPANY

By

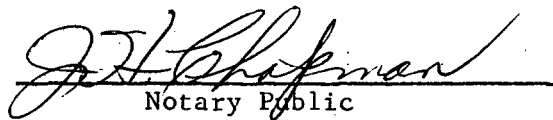
Donald G. Anderson
Its Vice Pres. and Treasurer

ATTEST:

J. F. Williams
ASST. SECRETARY

COMMONWEALTH OF VIRGINIA)
) SS
CITY OF RICHMOND)

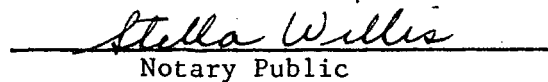
On this 15th day of October, 1975, before me personally appeared Leonard G. Anderson, to me personally known, who being by me duly sworn, says that he is the Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:
June 4, 1978

STATE OF OHIO)
) SS
COUNTY OF BUTLER)

On this 15th day of October, 1975, before me personally appeared D. R. Mac Lean, to me personally known, who being by me duly sworn, says that he is a Vice President of ARMCO CAPEQUIP CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

STELLA WILLIS, Notary Public, Butler County, Ohio
My Commission Expires August 8, 1979

EXHIBIT A
to
ACCEPTANCE SUPPLEMENT NO. 2
Of That Certain
RAILROAD EQUIPMENT LEASE AGREEMENT DATED AS OF
June 11, 1975
By and Between
ARMCO CAPEQUIP CORPORATION
As Lessor
And
SEABOARD COAST LINE RAILROAD COMPANY
As Lessee

<u>Description of Equipment</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Delivery Location</u>
132 Covered Hoppers 77-ton Covered Hoppers Numbered: SCL 200914-200999, 202000-202045 (all numbers are inclusive)	\$ 5,230.00	\$ 690,360.00	Waycross, Ga.
118 Coal Hoppers 77-ton Coal Hoppers Numbered: SCL 162651-162666,162668, 162669,162671,162672,162673,162675, 162678,162679,162680,162685,162687, 162689,162690-162699,162700-162709, 162716,162718-162725,162727-162736, 162738,162740-162743,162746,162747, 162748,162754,162756,162758,162760, 162761,162762,162766-162784,162787, 162788,162789,162801-162815, (all numbers are inclusive)	8,505.00	1,003,590.00	Tampa, Fla.
65 Stumpwood Gondolas 55-ton Stumpwood Gondolas Numbered: SCL 130950,130959-130999, 133750-133772 (all numbers are inclusive)	5,635.00	366,275.00	Waycross, Ga.
80 Gondolas 55-ton Gondolas Numbered: SCL 133550-133599, 133600-133629 (all numbers are inclusive)	5,822.00	465,760.00	Waycross, Ga.
46 Gondolas 77-ton Gondolas Numbered: SCL 133664-133699, 133700-133709 (all numbers are inclusive)	5,822.00	267,812.00	Waycross, Ga.

Lessee warrants and agrees that the cost of reconstruction of each unit is equal to or greater than 94.364% of the Unit Cost set forth herein.